

EVIDENCE OF TRANSFER OF CLAIM

UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF NEW YORK

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In re: :
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 :
DELPHI CORPORATION et al., : Chapter 11
 : Case No. 05-44481 (RDD)
Debtors. : (Jointly Administered)
 :
-----X

For value received, the adequacy and sufficiency of which are hereby acknowledged, **CORNING INCORPORATED** ("Assignor") hereby unconditionally and irrevocably sells, transfers and assigns to **JPMORGAN CHASE BANK, N.A.** ("Assignee") all of its right, title, interest, claims and causes of action in and to, or arising under or in connection with, its general unsecured claim (as such term is defined in Section 101(5) of the U.S. Bankruptcy Code) in the total amount of \$2,244,881.76 against DELPHI CORPORATION or any one of its operating subsidiaries, the debtor-in-possession in the chapter 11 reorganization case entitled, *In re: Delphi Corporation*, Chapter 11 Cases, Case No. 05-44481 (RDD) pending in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), and any and all proofs of claim assigned to Assignor by the original owner thereof and any and all notices of Evidence of Partial Transfer filed by Assignor with the Bankruptcy Court in respect of the foregoing claim.

Assignor hereby waives any objection to the transfer of the Assigned Claim to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the foregoing claim and recognizing the Assignee as the sole owner and holder of the Assigned Claim, Assignor further directs the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Assigned Claim, and all payments or distributions of money or property in respect of claim, shall be delivered or made to the Assignee.

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IN WITNESS HEREOF, this EVIDENCE OF TRANSFER OF CLAIM IS EXECUTED THIS 9th day of
DECEMBER, 2005

CORNING INCORPORATED

By: 

Name:

Phillip E. Gorham

Title:

Assistant Treasurer

JPMORGAN CHASE BANK, N.A.

By: _____

Name:

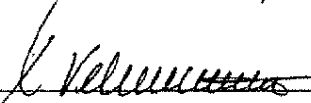
Title:

IN WITNESS HEREOF, this EVIDENCE OF TRANSFER OF CLAIM IS EXECUTED THIS 9th day of
DECEMBER, 2005

CORNING INCORPORATED

By: _____
Name:
Title:

JPMORGAN CHASE BANK, N.A.

By: 
Name: **NEELIMA VELUVOLU**
Title: **Authorized Signatory**